

RECEIVED

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

APR 17 2014

EMPIRE STATE SUPPLY CORP., ) AT 8:30 \_\_\_\_\_ M  
Individually and On Behalf of All Others ) WILLIAM T. WALSH CLERK  
Similarly Situated, )  
Plaintiff, ) Case Number: 3:14-cv-01608-JAP-DEA  
v. )  
FOSTER WHEELER AG, STEVEN J. ) STIPULATION AND [PROPOSED]  
DEMETRIOU, CLAYTON C. DALEY, JR., ) CONSENT ORDER FOR  
UMBERTO DELLA SALA, EDWARD G. ) CONSOLIDATION AND  
GALANTE, JOHN M. MALCOLM, J. KENT ) APPOINTMENT OF INTERIM CO-  
MASTERS, STEPHANIE S. NEWBY, HENRI ) LEAD COUNSEL FOR PLAINTIFFS  
PHILIPPE REICHSTUL, and MAUREEN B. )  
TART-BEZER, )  
Defendants. )  
JR Fitch, Individually and On Behalf of All )  
Others Similarly Situated, ) Case Number: 3:14-cv-01777-JAP-LHG  
Plaintiff, )  
v. ) ← Case closed  
FOSTER WHEELER AG, STEVEN J. ) STIPULATION AND [PROPOSED]  
DEMETRIOU, J. KENT MASTERS, ) CONSENT ORDER FOR  
CLAYTON C. DALEY, JR., UMBERTO ) CONSOLIDATION AND  
DELLA SALA, EDWARD G. GALANTE, ) APPOINTMENT OF INTERIM CO-  
JOHN M. MALCOLM, STEPHANIE S. ) LEAD COUNSEL FOR PLAINTIFFS  
NEWBY, ROBERTO QUARTA, HENRI )  
PHILIPPE REICHSTUL, and MAUREEN B. )  
TART-BEZER, )  
Defendants. )  
)

STIPULATION AND [PROPOSED] CONSENT ORDER

WHEREAS, on March 12, 2014, Plaintiff Empire State Supply Corp. filed a Complaint for Breach of Fiduciary Duties (the "Empire Complaint") in Case 3:14-cv-01608-JAP-DEA;

WHEREAS, on March 19, 2014, Plaintiff JR Fitch filed a Complaint for Breach of Fiduciary Duties (the “Fitch Complaint”) in Case 3:14-cv-01777-JAP-LHG;

WHEREAS, each of the Empire and Fitch Complaints (together, the “Federal Actions”) purports to arise out of the same set of facts involving the proposed merger of defendant Foster Wheeler AG and AMEC plc;

WHEREAS, counsel for Plaintiffs in the Federal Actions agree that the cases should be consolidated to promote efficiency and judicial economy;

WHEREAS, Plaintiffs intend to file a consolidated complaint (“Consolidated Complaint”);

WHEREAS, Defendants’ counsel, Freshfields Bruckhaus Deringer US LLP, have agreed to accept service of process on behalf of all U.S.-domiciled defendants, Steven J. Demetriou, Clayton C. Daley, Edward G. Galante, Stephanie S. Newby and Maureen B. Tart-Bezer (collectively, the “US defendants”);

IT IS HEREBY STIPULATED, by and between Plaintiffs and Defendants, subject to the approval of the Court, as follows:

1. Defendants’ counsel listed below shall appear for and accept service of process on behalf of the above-mentioned US defendants, and the US defendants shall not contest the adequacy or effectiveness of service on them.

2. Except as noted in the immediately preceding paragraph, neither the US defendants’ agreement to accept service of process nor anything else in this Stipulation and ~~Consent Order~~ Consent Order shall be deemed to have waived any defendant’s (including the US defendants’) rights, objections, privileges or defenses in response to the Empire, Fitch and forthcoming Consolidated Complaints, including objections to personal jurisdiction.

3. Plaintiffs acknowledge that the non-U.S. domiciled defendants must, absent agreement otherwise, be served pursuant to the Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (the “Hague Convention”), but the parties agree at a later date to meet and confer regarding service of process on non-U.S. domiciled defendants.

4. Defendants shall not have any obligation to answer, move, or otherwise respond to the Empire or Fitch Complaints.

5. Plaintiffs shall, no later than fourteen (14) days after defendant Foster Wheeler AG files its Schedule 14D-9 Recommendation Statement with the U.S. Securities and Exchange Commission regarding the February 13, 2014 Implementation Agreement by and among Foster Wheeler AG and AMEC plc, file a Consolidated Complaint.

6. Defendants shall answer, move, or otherwise respond to the Consolidated Complaint within forty-five days (45) of the later of (i) the date on which the Consolidated Complaint is filed or (ii) the first date on which all Defendants have been served in compliance with the Hague Convention, or in a manner agreed upon by the parties.

7. Plaintiffs hereby agree (a) voluntarily to dismiss the claims asserted in the Fitch Complaint against Roberto Quarta, who was not a director of Foster Wheeler AG at any time relevant to the Fitch Complaint, and (b) not to name Roberto Quarta as a defendant in the Consolidated Complaint.

8. Pursuant to Fed. R. Civ. P. 42(a), the Federal Actions are related and are hereby consolidated into a single action (the “Consolidated Action”) for all purposes including pre-trial proceedings and trial.

9. If any purported class action that relates to the same or similar subject matter, arises out of the same or similar transactions or events, and/or raises the same or similar claims as the Consolidated Action or any of the actions subsumed therein (a "Related Action") is subsequently filed in, removed to, or transferred to this Court by any plaintiff, the Clerk of Court shall:

- a. file a copy of this Order in the separate file for such Related Action;
- b. mail a copy of this Order to the attorneys for the plaintiff(s) and any new defendant(s) in such Related Action; and
- c. make appropriate entry in the Master Docket.

10. This Order shall apply to the Federal Actions and to each and every Related Action that is subsequently filed in, removed to, or transferred to this Court. Each such Related Action shall be consolidated with the Consolidated Action, and this Order shall apply thereto, unless a party with good cause objects to consolidation as provided herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief, and this Court deems it appropriate to grant such application for good cause shown.

11. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

-----x  
IN RE FOSTER WHEELER AG :  
SHAREHOLDER LITIGATION : Lead Case No. 3:14-cv-01608-JAP-DEA  
:   
: MASTER FILE  
-----x  
This Document Relates To: :  
ALL ACTIONS :  
-----x

-----x

12. All papers filed by the parties and all Orders of this Court shall be entered into the docket of the Lead Case, No. 3:14-cv-01608-JAP-DEA (“Master Docket”). A copy of this Order shall be placed in all dockets in the Federal Actions. The Clerk of the Court is directed to close each of those dockets, other than the Master Docket.

13. Empire State Supply Corp. and JR Fitch are appointed Interim Co- Lead Plaintiffs for the Class (“Lead Plaintiffs”) in the Consolidated Action.

14. Lead Plaintiffs’ selection of counsel is approved. WeissLaw LLP and Levi & Korsinsky, LLP are appointed Interim Co-Lead Counsel in the Consolidated Action (“Lead Counsel”) and The Rothenberg Law Firm LLP is appointed as Interim Liaison Counsel in the Consolidated Action (“Liaison Counsel”).

15. Lead Counsel shall provide general supervision of the activities of plaintiffs’ counsel and shall have the following responsibilities and duties to perform or delegate as appropriate:

- a. to brief and argue motions;
- b. to initiate and conduct discovery, including, without limitation, coordination of discovery with defendants’ counsel, the preparation of written interrogatories, requests for admissions, and requests for production of documents;
- c. to direct and coordinate the examination of witnesses in depositions;
- d. to act as spokesperson at pretrial conferences;
- e. to initiate and conduct any settlement negotiations with counsel for defendants;
- f. to delegate work responsibilities to selected counsel as may be required in

such a manner as to lead to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort;

- g. to consult with and employ experts;
- h. to receive and review periodic time reports of all attorneys on behalf of plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs, and to determine and distribute plaintiffs' attorneys' fees; and
- i. to perform such other duties as may be expressly authorized by further order of this court.

16. Defendants take no position with regard to the appointment of Interim Co-Lead Plaintiffs, Interim Co-Lead Counsel or Interim Liaison Counsel in the Consolidated Action.

DATED: April 17, 2014



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Honorable Joel A. Pisano  
UNITED STATES DISTRICT JUDGE

The undersigned counsel consent to the Form and entry of the above Order:

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Quarta, and Maureen B. Tart-Bezer*

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